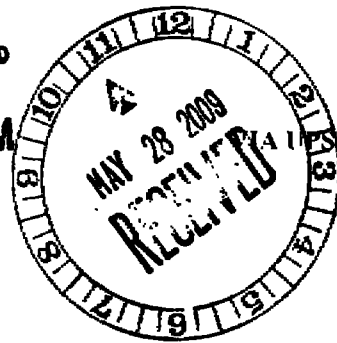


RECORDATION NO. 27785-A FILED

MAY 28 '09

1-08 PM

SURFACE TRANSPORTATION BOARD



2nd DAY AIR

May 26, 2009

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024

Re: Amendment to Memorandum of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease dated April 2, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board under Recordation Number 27785. The names and addresses of the parties to the enclosed document are:

Lessee: The Bay Line Railroad, L.L.C.
4337 Pablo Oaks Court, Suite 102
Jacksonville, FL 32224

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is sixty nine (69) 89 ft. 70 ton flat cars with NOKI marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', with a long horizontal flourish extending to the right.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(BAY1001)

ASSGN. NO.: BAYL001

MAY 2 8 '09

1:08 PM

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum of Lease") made and entered into as of this the 2nd day of April, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Bay Line Railroad, L.L.C. ("Lessee"), an Alabama corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 13, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 1 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on January 2, 2009 at 3:19 p.m. with primary Recordation Number 27785.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Memorandum is amended as follows:

1) Seven additional cars, NOKL 770001, NOKL 770015, NOKL 770067, NOKL 770091, NOKL 770092, NOKL 770094 and NOKL 770098 are added to Exhibit A;

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Susan GrokulskaName: SUSAN GROKULSKY
ASST. DIRECTOR OFTitle: DOCUMENTATIONExecuted on this 2nd day of April, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

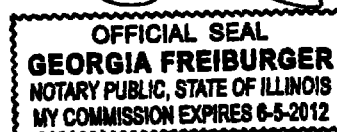
I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 2nd day of April, 2009.

Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

THE BAY LINE RAILROAD, L.L.C.

ATTEST:

By: Rick Christopher

Name: RICK CHRISTOPHER

By: _____

Title: AVP CAR MANAGEMENT

Name: _____

Title: _____

Executed on this 27 day of MARCH 2009.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Cynthia L. Strawn, a Notary Public of the State and County
aforesaid, certify that RICK CHRISTOPHER personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 27th day of MARCH, ____.

Cynthia L. Strawn
Notary Public

My Commission Expires:

January 11, 2011
(Notary Public)



EXHIBIT A - AMENDMENT TO MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-nine (69)

DESCRIPTION OF CARS: 89', 70-ton flat cars

CAR NUMBERS:

NOKL 770000	NOKL 770033	NOKL 770069
NOKL 770001	NOKL 770034	NOKL 770070
NOKL 770003	NOKL 770035	NOKL 770071
NOKL 770004	NOKL 770036	NOKL 770073
NOKL 770005	NOKL 770038	NOKL 770077
NOKL 770007	NOKL 770039	NOKL 770078
NOKL 770008	NOKL 770041	NOKL 770079
NOKL 770009	NOKL 770042	NOKL 770080
NOKL 770010	NOKL 770043	NOKL 770081
NOKL 770011	NOKL 770044	NOKL 770085
NOKL 770012	NOKL 770045	NOKL 770086
NOKL 770014	NOKL 770050	NOKL 770087
NOKL 770015	NOKL 770052	NOKL 770088
NOKL 770016	NOKL 770053	NOKL 770091
NOKL 770018	NOKL 770055	NOKL 770092
NOKL 770020	NOKL 770056	NOKL 770093
NOKL 770021	NOKL 770057	NOKL 770094
NOKL 770022	NOKL 770059	NOKL 770095
NOKL 770023	NOKL 770060	NOKL 770097
NOKL 770024	NOKL 770061	NOKL 770098
NOKL 770025	NOKL 770063	NOKL 770099
NOKL 770029	NOKL 770064	
NOKL 770030	NOKL 770065	
NOKL 770032	NOKL 770067	